

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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ORDER TO SHOW CAUSE WHY EXPEDITED MOTION FOR ORDER (I) UNDER
11 U.S.C. § 363 AUTHORIZING DEBTORS TO FUND FEE AND EXPENSE
AGREEMENTS IN CONNECTION WITH THIRTY-THIRD AMENDMENT
TO ACCOMMODATION AGREEMENT AND (II) UNDER 11 U.S.C. § 364 FOR
APPROVAL OF ACCOMMODATION AGREEMENT AMENDMENTS
THROUGH EFFECTIVE DATE OF MODIFIED
PLAN OF REORGANIZATION SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Expedited Motion For Order (I) Under 11 U.S.C. § 363 Authorizing Debtors To Fund Fee And Expense Agreements In Connection With Thirty-Third Amendment To Accommodation Agreement And (II) Under 11 U.S.C. § 364 For Approval Of Accommodation Agreement Amendments Through Effective Date Of Modified Plan Of Reorganization (the "Motion"),¹ dated September 18, 2009; and upon the affidavit of Kayalyn A. Marafioti, sworn to September 18, 2009, in support of the application for an expedited hearing on the Motion; and good cause having been shown, and sufficient cause appearing therefor, it is hereby

ORDERED that parties-in-interest show cause before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on September 24, 2009 at 10:00 a.m. (prevailing Eastern time), why the Motion should not be granted; and it is further

¹ Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Motion.

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand AND/OR by electronic mail (except with respect to the office of the United States Trustee, who shall be served by hand and by facsimile, and except to the extent that such e-mail addresses are unknown) as soon as practicable, but in no event later than September 21, 2009, upon (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto); (ii) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude); (iii) counsel for GM, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Att'n: Jeffrey L. Tanenbaum); (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick); (v) counsel for Kensington International Ltd., Manchester Securities Corp., and Springfield Associates, LLC, Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036-6797 (Att'n: Glenn E. Siegel), and (vi) counsel for the Collective of DIP Lenders, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Att'n: Richard Mancino and Marc Abrams); and it is further

ORDERED that notice of the Motion also shall be provided in the manner and to the parties set forth in the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Fifteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

Notice, Case Management, And Administrative Procedures, entered August 27, 2009 (Docket No. 18839); and it is further

ORDERED that answering papers, if any, shall be served upon counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Att'n: Kayalyn A. Marafioti), with a hard copy to Chambers and the Office of the United States Trustee (Att'n: Brian Masumoto) by hand delivery AND by electronic mail (except with respect to the office of the United States Trustee) so as to be RECEIVED no later than September 24, 2009, at 8:00 a.m. (prevailing Eastern time).

Dated: New York, New York
September 21, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE